

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
447	Kentucky 5 - Barren	5	AT&T Bluegrass- Cellular Dobson Sprint T-Mobile	Alaska Native AT&T Bluegrass Cellular Derby Divestiture Trust Dobson Leap (Cricket)* Northstar Technology SpectrumCo* Sprint T-Mobile US Cellular* Verizon
448	Kentucky 6 - Madison	6	AT&T Bluegrass- Cellular Dobson Sprint T-Mobile Verizon	Alaska Native AT&T Bluegrass Cellular Cellular of Kentucky Dobson Leap (Cricket)* Northstar Technology SpectrumCo* Sprint T-Mobile US Cellular* Verizon
450	Kentucky 8 - Mason	5	AT&T Cincinnati Bell Dobson Sprint Verizon	Alaska Native Atlantic Wireless* AT&T Cincinnati Bell Dobson Leap (Cricket)* NTELOS SpectrumCo* Sprint T-Mobile US Cellular* Verizon Wirefree Partners
469	Maryland 3 - Frederick	5	AT&T Dobson Sprint T-Mobile Verizon	AT&T Dobson Leap (Cricket)* SpectrumCo* Sprint T-Mobile Verizon

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
477	Michigan 6 - Rosscommon	6	Alltel AT&T Centennial Dobson Sprint Verizon	Alltel AT&T Centennial Dobson Leap (Cricket) Metro PCS* NSIGHTTEL* SpectrumCo* Sprint T-Mobile Verizon
507	Missouri 4 - DeKalb, MO	5	Alltel AT&T Dobson Sprint T-Mobile	Alltel AT&T Dobson Green Hills* Leap (Cricket) SpectrumCo* Sprint St. Joseph PCS T-Mobile US Cellular Verizon
508	Missouri 5 -Linn	5	AT&T Chariton Valley Dobson Sprint US Cellular	AT&T Cavalier Wireless* Chariton Valley Commnet Crossroads Dobson Leap (Cricket) SpectrumCo* Sprint T-Mobile TMP Corp. US Cellular Verizon
561	New York 3 - Chautauqua	7	AT&T Blue Wireless Dobson Leap (Cricket) Sprint T-Mobile Verizon	AT&T Blue Wireless Dobson Leap (Cricket) MetroPCS* Spectrum Co.* Sprint-Nextel T-Mobile Verizon

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
563	New York 5 - Otsego	5	AT&T Dobson Sprint T-Mobile Verizon	AT&T AWS Wireless* Delaware Dobson Metro PCS* SpectrumCo* Sprint T-Mobile Verizon
564	New York 6 - Columbia	5	AT&T Dobson Sprint T-Mobile Verizon	AT&T AWS Wireless* Dobson MetroPCS* SpectrumCo* Sprint T-Mobile Verizon
591	Ohio 7 - Tuscarawas	6	Alltel AT&T Dobson Sprint T-Mobile Verizon	Alltel Atlantic Wireless* AT&T ComScape Dobson Leap (Cricket)* Nextwave* NTELOS Revol SpectrumCo* Sprint T-Mobile Verizon
594	Ohio 10 - Perry	6	Alltel AT&T Dobson Sprint T-Mobile Verizon	Alltel Atlantic Wireless* AT&T ComScape Dobson Leap (Cricket)* Nextwave* NTELOS Revol SpectrumCo* Sprint T-Mobile Verizon Wirefree Partners

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
595	Ohio 11 - Columbiana	6	Alltel AT&T Dobson Sprint T-Mobile Verizon	Alltel Atlantic Wireless* AT&T Dobson Leap (Cricket)* SpectrumCo* Sprint T-Mobile Verizon
597	Oklahoma 2 - Harper	4	AT&T Dobson Pioneer Sprint	AT&T Dobson Leap (Cricket)* Nextwave* Pioneer SpectrumCo* Sprint T-Mobile US Cellular Verizon
599	Oklahoma 4- Nowata	8	Alltel AT&T Dobson Pioneer Sprint T-Mobile US Cellular Verizon	Alltel AT&T Cable One* Cross Dobson Leap (Cricket) MBO Wireless Nextwave* Pioneer SpectrumCo* Sprint T-Mobile US Cellular Verizon
600	Oklahoma 5 - Roger Mills	6	AT&T Dobson Pioneer Sprint T-Mobile US Cellular	AT&T Dobson Leap (Cricket)* Nextwave* Pioneer SpectrumCo* Sprint T-Mobile US Cellular Verizon

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
601	Oklahoma 6 - Seminole	6	AT&T Dobson Sprint T-Mobile US Cellular Verizon	AT&T Dobson Leap (Cricket) MBO Wireless Nextwave* Oklahoma Western SpectrumCo* Sprint T-Mobile US Cellular Verizon
617	Pennsylvania 6 - Lawrence	7	AT&T Dobson Leap (Cricket) Revol Sprint T-Mobile Verizon	Atlantic Wireless* AT&T Dobson JDS Wireless Leap (Cricket) Revol SpectrumCo* Spotlight Media Sprint T-Mobile Verizon
620	Pennsylvania 9 - Greene	7	AT&T Dobson Leap (Cricket) Revol Sprint T-Mobile Verizon	Atlantic Wireless* AT&T Dobson Leap (Cricket) SpectrumCo* Sprint T-Mobile Verizon
660	Texas 9 - Runnels	7	Alltel AT&T Dobson Mid-Tex Cellular Sprint T-Mobile Verizon	Alltel AT&T Central Texas* Coleman Country Telecom Dobson Global Leap (Cricket)* Metro PCS* Mid-Tex Cellular SpectrumCo* Sprint T-Mobile Verizon West Central Wireless

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
661	Texas 10 - Navarro	6	Alltel AT&T Dobson Sprint T-Mobile Verizon	Alaska Native Alltel Atlantic Wireless* AT&T Cellular South Dobson Leap (Cricket) Metro PCS* SpectrumCo* Sprint Sunglit Corp. T-Mobile Verizon
666	Texas 15 - Concho	8	Alltel AT&T Dobson Five Star Sprint T-Mobile Verizon West Central	Alaska Native Alltel AT&T Central Texas* Dobson Five Star Global Telecom Hill Country* Leap (Cricket) Metro PCS* SpectrumCo* Sprint T-Mobile Verizon West Central Wirefree Youghiogheny
667	Texas 16 - Bureleson	5	AT&T Dobson Sprint T-Mobile Verizon	Alaska Native Alltel Atlantic Wireless* AT&T Cellular South Dobson Leap (Cricket) Puxsutawney SpectrumCo* Sprint Sunglit Corp. T-Mobile Verizon Wirefree Partners

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
709	Wisconsin 2 - Bayfield	5	Alltel AT&T Dobson NSIGHTTEL Sprint	Alltel AT&T Chequamegon* Dobson Duluth PCS Leap (Cricket)* Michigan Wireless NSIGHTTEL SpectrumCo* Sprint T-Mobile US Cellular Verizon Wittenberg*

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
712	Wisconsin 5 - Pierce	9	Airadigm Alltel AT&T Dobson NSIGHTTEL Sprint T-Mobile US Cellular Verizon	Airadigm Alltel AT&T Dobson Leap (Cricket)* NEIT Wireless* NSIGHTTEL SpectrumCo* Sprint T-Mobile US Cellular Verizon

Notes:

1) This chart describes competitive conditions in CMAs in which AT&T and Dobson compete (i.e., they each have cell sites in the CMA, have a non-trivial number of subscribers in the CMA, and offer rate plans to potential subscribers within the CMA). This chart does not include CMAs in which there is no overlap between AT&T's and Dobson's wireless licenses.

2) The competitors listed in this chart were identified based on publicly available information on whether they offer rate plans to potential subscribers in the CMA and, when coverage maps were available on their websites, whether the maps show coverage in the CMA.

3) The spectrum holders listed in the chart are based on the cellular, PCS, SMR and AWS licensees in the Commission's Universal Licensing System. Licensees were attributed to carriers based on their Form 602 ownership reports, and carriers were listed in this chart if the licenses indicate that they hold spectrum anywhere within a given CMA.

4) "*" denotes carriers holding AWS spectrum only.

**DECLARATION OF RICK L. MOORE
SENIOR VICE PRESIDENT, AT&T INC.**

I, Rick L. Moore, hereby declare the following:

1. My name is Rick L. Moore. I am the Senior Vice President of Corporate Development for AT&T Inc. ("AT&T"). As Senior Vice President of Corporate Development, I am responsible for all of AT&T's strategic initiatives involving mergers, acquisitions, divestitures, joint ventures and equity investments. For approximately twenty years I have been involved in the analysis, negotiation and execution of dozens of transactions on behalf of AT&T (formerly SBC Communications) and its affiliates. I joined the company in 1976 and held various sales, product marketing and product management positions before moving to strategic planning and development matters in 1983. I hold a B.S. degree in Economics from Southwest Missouri State University.

2. I am very familiar with the strategic and business decisions that prompted AT&T to enter into the negotiations to acquire Dobson Communications Corporation ("Dobson"), as well as with the analyses conducted in connection with the company's decision to undertake the acquisition. I also have reviewed the Declaration of Thomas A. Coates, Vice President, Corporate Development, of Dobson.

3. This declaration will discuss the benefits to customers that will result from AT&T's acquisition of Dobson. These benefits fall into three broad categories: (a) expanding AT&T's wireless footprint and reducing roaming costs, (b) improving service quality and making a broader range of services available to Dobson's customers and (c) substantial cost savings as a result of economies of scale. The declaration also explains why AT&T will continue to need wholesale roaming services after the merger.

THE TRANSACTION WILL BENEFIT CONSUMERS BY EXPANDING AT&T'S WIRELESS FOOTPRINT AND REDUCING ROAMING COSTS.

4. AT&T has the nation's largest wireless digital voice and data network, with more than 62 million subscribers and wireless revenues totaling \$37.5 billion in 2006. Its footprint covers 282 million people in 13,000 communities and along 40,000 miles of highway.

Following the merger, Dobson's customers will have access to this broad national network.

Similarly, the merger will also extend AT&T's footprint into numerous areas where it does not currently have facilities, including portions of Alaska, Arizona, Kentucky, Michigan, Minnesota, New York, Oklahoma, Pennsylvania, Texas, West Virginia, and Wisconsin. In particular, the merger will extend the reach of AT&T's network to a number of rural and suburban areas located outside major metropolitan areas where AT&T already provides service, including New York City, New York; Pittsburgh, Pennsylvania; Lexington, Kentucky; Minneapolis, Minnesota; Kansas City, Missouri; Kansas City, Kansas; San Antonio and Austin, Texas; Washington, DC; Detroit, Michigan; Oklahoma City, Oklahoma; and others.

5. Dobson and AT&T have had a series of roaming agreements in place for many years, and today each relies extensively on the other to provide roaming services to its customers. By combining the AT&T and Dobson networks, the merger will significantly increase the amount of traffic from both Dobson and AT&T that will be "on-net," thus eliminating the roaming payments they make to each other, as well as the cost of administering roaming between the two companies. This will reduce the combined company's marginal cost of providing service. Based on 2006 roaming rates, the estimated reduction in roaming fees over five years will be well in excess of \$1 billion.

6. Combining the two networks and eliminating roaming between them will also enhance the calling experience of AT&T and Dobson customers when they leave their home

areas, as explained below. The merged company also will be better able to manage subscribers' wireless experience, rather than relying on a third party for roaming. Integration of the networks can proceed quickly since both companies use GSM/EDGE technology.

THE TRANSACTION WILL ENHANCE THE QUALITY AND EXPAND THE VARIETY OF SERVICES AVAILABLE TO DOBSON'S CUSTOMERS.

7. The merger will enable AT&T to provide Dobson's wireless customers diverse, feature-rich services not available to them absent the merger. Whereas Dobson is limited to serving largely suburban and rural customers in 17 states, AT&T offers a national GSM/EDGE network that covers more than 282 million people in 13,000 communities in the United States and enables its wireless customers to make and receive voice calls in more than 190 countries and access data services in 120 countries. AT&T's customers also will benefit from the merger.

8. Among others, the merger will permit an enhancement in service in the following ways:

9. Diverse Rate Plans: The combined company will be able to offer a wider and richer variety of rate plans to Dobson's customers. For instance, Dobson's customers will benefit from AT&T's mobile-to-mobile service which will permit them to talk to a much larger wireless customer base without using their monthly minutes than would be possible under Dobson's plan. The transaction will increase by approximately 62 million the number of customers covered by their existing mobile-to-mobile plan. Dobson's wireless customers who are AT&T wireline customers also will enjoy AT&T's Unity Plans, a new group of rate plans that will provide Dobson's customers free calling to and from the wireline and wireless phones of AT&T's customers – a benefit Dobson could not offer by itself. As a result of the merger, Dobson's customers will be able to join the nation's largest free-calling community of more than 100 million AT&T wireless and wireline phone numbers.

10. Dobson's customers also will be able to take advantage of AT&T's plan that permits them to roll over unused minutes to the next month. AT&T is the only wireless company that offers such a rollover plan to customers.

11. Handsets and Advanced Services: The combined company will be able to offer a wider variety of handsets than currently offered by Dobson. For example, Dobson's customers will be able to purchase the iPhone, which includes innovative and unique multimedia features not available on other handsets. Moreover, the merger will enable AT&T to offer Dobson's customers handsets with integrated Wi-Fi or GPS navigation capability. Dobson's customers also will gain access to other features not available through Dobson, such as mobile video services. Dobson customers also will enjoy access to AT&T's feature-rich mobile music subscription service, which is the most comprehensive mobile music service offered by any U.S. carrier.

12. Improved Reception and Signal Quality Will Benefit Customers of Both Companies: Integration of the companies' networks will permit greater cell site density in areas with overlapping spectrum and complementary overlapping tower facilities. The merger also will permit the combined company to more efficiently use the complementary spectrum held – and networks operated – by each. Greater cell site density will enable faster data speed and permit better penetration of homes and buildings. In areas where Dobson has 850 MHz spectrum and AT&T does not currently provide coverage, AT&T will not have to incur the cost of constructing network facilities and will be able to rely more on the use of 850 MHz spectrum instead of its 1900 MHz spectrum in providing services to customers. In areas where AT&T provides service using 1900 MHz spectrum, the integrated network will be able to make use of Dobson's 850 MHz spectrum. This reliance on 850 MHz spectrum, coupled with increased cell

site density, will enhance the customer calling experience, particularly in places where AT&T and Dobson customers currently experience dropped calls, dead spots and coverage gaps. Moreover, customers will no longer need to roam when moving between areas where the companies have adjacent spectrum, such as in parts of Minnesota, Texas, Michigan, Maryland, Oklahoma, Wisconsin, New York, Pennsylvania and Arizona.

13. Wireless/wireline integration: The merger also will enable AT&T to provide additional services to AT&T's wireline customers who reside in areas served by Dobson's wireless network but not by AT&T's wireless network, such as, for example, customers in parts of Michigan, Oklahoma, Texas and Wisconsin. The combined company will be in a better position to integrate the wireless/wireline networks serving those customers. Such integration not only creates capital and operational efficiencies for the company, but also results in benefits to customers in these areas. Customers who receive both wireless and wireline service from AT&T will be able to take advantage of AT&T's unified billing. Customers who receive unified bills receive not only the convenience of one bill, but are entitled to a discount for having both wireline and wireless service. AT&T also offers special DSL pricing to such customers.

14. Moreover, integration will permit the future deployment of innovative integrated offerings that will benefit mass market and business customers. For example, the merged company may more efficiently offer to mass market customers converged applications that use three screens – TV, PC and mobile. A customer will be able to select streaming video content on a PC, watch part of it on a TV, and then leave home and watch the rest of the program from a mobile phone. Or, a customer may choose to use his cellular phone handset to control a digital video recorder ("DVR") or other home devices while away from home. Moreover, such

integration will facilitate the use of "dual-mode" phones that permit a customer to shift seamlessly between wireless and wireline networks.

15. Mass market and business demands for integrated services will only increase as the broadband applications for mobile devices increase. AT&T strives to meet this increased demand for *seamless mobility* by removing technological barriers between types of services. The wireless/wireline integration that will result from this merger is another step in removing such technological barriers.

16. International Roaming: AT&T has over 400 international roaming agreements covering more than 190 countries. Mr. Coates states in his declaration that Dobson currently offers international roaming capability in only a small number of countries. Since Dobson employs the same GSM standard that is used in many foreign countries, the transaction will enable the combined company to offer Dobson's customers much greater international roaming capabilities than Dobson could achieve on its own.

17. Business Customers: Dobson's business customers can expect better service as a result of the merger. AT&T currently serves more than 3 million wireless business data subscribers, including 95 percent of the Fortune 100 and 80 percent of the Fortune 500 companies. AT&T's network provides a nationwide and global reach that Dobson cannot match. AT&T also provides innovative services desired by business customers but not provided by Dobson. For example, the merger will enable Dobson's business customers in the continental United States to use AT&T's "push to talk" service which works across AT&T's entire network, thereby permitting businesses to contact personnel instantly across the nation.

18. Dobson's business customers will also be able to benefit from other innovative services, like AT&T's Wi-Fi service "Freedomlink" and AT&T's service that permits businesses to lock a handset remotely if stolen or lost.

19. Moreover, AT&T offers feature-rich web-based and management services that exceed those provided by Dobson, such as AT&T's Premier Enterprise Portal Wireless Management Center, which helps streamline the procurement and management of a business's wireless program, and Enterprise on Demand, which is a unique wireless program for customers that permits ordering and real-time activation, and online trouble ticket management and reporting.

THE MERGER WILL PRODUCE SUBSTANTIAL OPERATING COST SAVINGS AS A RESULT OF ECONOMIES OF SCALE.

20. The proposed transaction will yield significant cost savings through greater economies of scale. While it is not possible to calculate all of the synergies at this stage with absolute certainty, these synergies are estimated by AT&T to have a net present value of approximately \$2.5 billion. These savings are over and above the benefits of each company's ongoing productivity initiatives in the absence of a transaction.

21. As explained below, the efficiencies and cost savings in this transaction will come from reduced customer acquisition costs; the consolidation of customer billing, distribution and back office services; the consolidation of cell sites; the reduction of network operating expenses; the reduction of general and administrative costs; and reduced capital expenditure requirements.

22. Reduced customer acquisition costs. The anticipated savings in this area come from multiple sources, including a reduction in advertising and handset procurement costs, economies of scale with regard to third-party vendors, and the closure of redundant retail sales locations.

23. The combined company will experience a significant reduction in marketing and advertising costs. The reduction from two brands to one will lead to significant lower advertising costs over the long term.

24. The cost savings calculation also includes a reduction of expenses related to direct sales channels (i.e., retail stores operated by the combined company), through the elimination of redundant locations. The cost savings calculation also assumes that there will be a reduction in the cost of sales through indirect channels, e.g., third party stores that sell cellular phones and service packages on behalf of the combined company.

25. The use of the AT&T brand will assist in achieving these savings. Business and mass market customers are aware of this brand and its reputation for innovative and quality services worldwide. As a result, once Dobson's stores and services are rebranded, AT&T expects that it will cost less to market and advertise its services in order to make customers aware of its products and services and the quality of its offerings.

26. Economies in consolidating customer billing, distribution and back office services. The combined company will experience a significant reduction in billing expenses as Dobson's customers are migrated to AT&T's billing system. Billing savings also will occur to the extent the combined company is able to send a single bill to customers who currently receive AT&T's wireline service and Dobson's wireless service. Additional savings will be experienced in equipment upgrade costs.

27. Because of its scale, AT&T is able to operate its billing system at a much lower cost per subscriber than Dobson, which uses a third-party vendor for billing services, is able to achieve. By shifting Dobson's customers to AT&T's billing system, the combined company will be able to take advantage of AT&T's more cost effective billing system.

28. Economies in consolidating redundant cell sites and network operating expenses.

AT&T projects that the combined entity can achieve substantial cost savings in the area of network operating expenses. Among other things, the calculation includes the decommissioning of redundant towers. Once decommissioned, the merged company will experience savings in rent, power and circuit costs.

29. Tower decommissioning will occur only where it is possible to do so without adversely affecting customer service, such as where cell sites are on the same tower or in close proximity to each other. It will not interfere with the increase in cell density described above.

30. Cost savings from reduction of general and administrative expenses. Substantial cost savings will be achievable in general and administrative areas as a result of the Dobson acquisition. The elimination of duplicative administrative costs also will permit a reduction in other corporate expenses, including a reduction of IT purchases and other corporate overhead items such as audit fees, professional services and contract work.

31. Because Dobson is a regional carrier with a much smaller customer base than AT&T, its general and administrative costs account for a larger portion of its annual expense per customer than AT&T's expense per customer. AT&T, with approximately 62 million customers, enjoys economies of scales that will permit it to absorb Dobson's operations at a lower cost per subscriber than Dobson could achieve absent the transaction.

32. Reduced capital expenditure requirements. AT&T anticipates significant cost savings on network-related capital expenditures, information technology-related capital expenditures, expenses associated with redundant retail store closures, and corporate and call center capital expenditures.

33. The cost savings and synergies described above are reasonable and achievable. In calculating these savings, we took into account our experience in achieving the efficiencies projected in previous mergers. AT&T and its corporate predecessor have achieved projected, and indeed greater than projected, synergies in connection with previous deals. For example, with respect to the SBC Communications Inc./AT&T Corp. merger, SBC had estimated total synergies for 2006 of \$600 million to \$800 million. The actual amount for 2006 was \$1.1 billion, more than \$300 million above the top end of the original target.

WHOLESALE ROAMING SERVICES

34. AT&T currently has 52 domestic roaming agreements. These agreements are negotiated on a large-scale basis and generally contain reciprocal rate terms. Competition among wireless carriers is intense, and roaming services using GSM technology are readily available.

35. While the merger will internalize the amount that AT&T and Dobson currently pay each other for roaming, thus lowering the marginal cost of providing service, it will not eliminate AT&T's need for roaming. Following the merger, AT&T will continue to be a net payor of roaming fees. In other words, AT&T will continue to send more roaming traffic to other providers than AT&T will receive. AT&T depends on roaming arrangements to provide its customers with nationwide services. AT&T has an ongoing incentive to preserve reasonable roaming agreements with carriers of all sizes.

CONCLUSION

36. AT&T's acquisition of Dobson will result in significant public benefits. These include expanding AT&T's wireless footprint and reducing roaming costs, improved quality and a broader range of services becoming available to Dobson's customers, expanded use of more efficient 850 MHz spectrum within AT&T's network and substantial operating cost savings as a result of economies of scale.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on July 12, 2007.

Signed:

A handwritten signature in black ink, appearing to be "RM" followed by a horizontal line.

Rick L. Moore
Senior Vice President
AT&T Services, Inc.

Dated:

July 12, 2007

DECLARATION OF PAUL ROTH
PRESIDENT - SALES AND MARKETING
AT&T MOBILITY LLC

I, Paul Roth, hereby declare the following:

1. My name is Paul Roth. I am the President - Sales and Marketing of AT&T Mobility LLC. ("AT&T Mobility"). My responsibilities as President - Sales and Marketing include overseeing AT&T Mobility's sales and marketing operations on a national basis including our rate plans and service offerings. I am very familiar with the handsets, features and rate plans AT&T Mobility offers to its subscribers and the process that AT&T Mobility uses to set the prices and other terms of its service plans.
2. The purpose of this declaration is to provide information showing that AT&T's acquisition of Dobson will not harm competition in the provision of wireless services in any area of the country.

Competition in Wireless Services

3. AT&T Mobility sets its competitive strategy and makes the vast majority of its competitive decisions in response to the vigorous competition at the national level. Like those of other national carriers, all of the rate plans AT&T Mobility currently offers in the continental United States are "national" plans which give subscribers a consistent number of minutes of service for a single monthly price, without regard to the location in which each call originates or terminates domestically, i.e. there are no extra charges for roaming.¹ AT&T Mobility tries to offer the most attractive package of features that it can, consistent with technology and costs, regardless of whether other competitors in a local area are offering or can offer similar features.

¹ Fewer than 10 percent of AT&T Mobility subscribers are on previously-purchased "legacy plans" of less than national scope.

4. AT&T Mobility's service offerings and rate plans are uniform in all areas of the country for a number of reasons. First and foremost, it has found that subscribers in different areas of the country have very similar demands for wireless telephony services and features. As a result, national plans that appeal to customers in one area are likely to be equally appealing to customers in other regions. Offering the same plans around the country is also more cost efficient. National plans reduce the administrative costs associated with maintaining and adjusting local plans, training personnel, and maintaining different call centers for different regions of the country. Uniform national plans also permit AT&T to more easily contract with national retailers to resell AT&T wireless service. The costs of maintaining different pricing or plans in local areas, other than rare local promotions as described below, would likely outweigh any additional revenue AT&T Mobility could expect to earn by offering such plans. Moreover, our largest competitors are national and structure pricing for national subscribers.

5. AT&T Mobility develops its rate plans, features, and prices in response to competitive conditions and offerings at the national level – primarily the plans offered by the other national carriers. In particular, AT&T Mobility does not view Dobson as a competitor to which it must respond in developing or modifying its rate plans and service offerings, or to which it must respond with competitive local promotions. It does not view Dobson as a price leader. Accordingly, Dobson plays an insignificant role in AT&T Mobility's pricing decisions. In fact, I am unaware of any particular instance in which AT&T Mobility has reduced pricing or otherwise responded to plans offered by Dobson nationally or in any local area.

6. On infrequent occasions, AT&T Mobility will lower prices in a local area or region to boost sales. Even in such cases, however, its decisions are based on the actions of the major national carriers and aggressive local competitors, including Metro PCS and Leap. Prices

of these promotional offers are always lower and never higher than the prices of AT&T Mobility's national plans. However, promotional offers may not include some features of the standard national plans such as rollover minutes, unlimited nights and weekends, and unlimited on network mobile to mobile calling. Even when AT&T Mobility has considered or implemented such local pricing variation, they are not implemented at a level as small as a Cellular Market Area (CMA), and are typically offered to customers throughout an entire state or region. Promotions typically last no longer than six months, and many are ended after a mandatory review at 90 days.

7. Local rate plan promotions are not offered at the discretion of local managers and must be approved at senior levels of the company. Local rate promotions are rarely approved. For example, there have been only two such promotions approved so far in 2007. In addition, AT&T Mobility's regional Vice President General Managers ("VPGMs") have discretion to lower handset pricing in order to meet sales targets.

8. AT&T Mobility does not view Dobson as offering a mix of features, services, and plans that closely matches AT&T Mobility's offerings, and does not believe customers would view Dobson in that way in the few areas where the two companies' operations overlap. Although local and regional carriers such as Dobson can offer services that are attractive to many customers, AT&T Mobility views other national carriers such as Verizon, Sprint/Nextel, and T-Mobile as offering services that are more like AT&T Mobility's offerings than those Dobson offers.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 12, 2007.



Signed: /s/ Paul Roth

Paul Roth

President - Sales and Marketing
AT&T Mobility, LLC.

DECLARATION OF THOMAS A. COATES
DOBSON COMMUNICATIONS CORPORATION

I, Thomas A. Coates, hereby declare the following:

1. My name is Thomas A. Coates. I am the Vice President, Corporate Development, of Dobson Communications Corporation ("Dobson" or the "Company"). I have been with Dobson since 2000. My responsibilities as Vice President, Corporate Development include identifying opportunities for Dobson to expand its business through the acquisition of existing wireless businesses or through the acquisition of spectrum licenses, and the negotiation of such acquisitions. I have also been actively involved in Dobson's participation in FCC spectrum auctions, and I have responsibility for assisting in the development of, and then implementing, the Company's regulatory strategies in proceedings before the Federal Communications Commission and various State public utility commissions. In that capacity, I retain a strong working knowledge of Dobson's operations and of its relationships with other carriers.
2. I was an active participant in the Company's management analysis and review of the proposed merger with AT&T Inc. ("AT&T"). As such, I am familiar with the analyses conducted in connection with the Company's decision to undertake the merger.
3. I have reviewed the declaration being provided with this application by Mr. Rick L. Moore, of AT&T. The purpose of this declaration is to provide information regarding the services that Dobson currently provides and public interest benefits of the proposed merger of Dobson with AT&T as described by Mr. Moore, especially with respect to Dobson's customers when they become AT&T subscribers. This declaration also provides information showing why the transaction will not lead to any competitive harms.

4. Dobson provides voice and data services using GSM/EDGE technology to approximately 1.7 million customers, mostly in rural and suburban markets in the following seventeen states: Alaska, Arizona, Illinois, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, New York, Ohio, Oklahoma, Pennsylvania, Texas, Virginia, West Virginia and Wisconsin. These markets cover a population of nearly thirteen million people. Dobson utilizes the 850 MHz band for over 90% of its pops.

5. A number of Dobson's systems are in suburban and rural markets that are adjacent to, but do not include, major metropolitan areas served by AT&T, such as Minneapolis, Minnesota; Kansas City, Kansas; San Antonio and Austin, Texas; Lexington, Kentucky; Washington, DC; Detroit, Michigan; Oklahoma City, Oklahoma; and others.

6. Dobson's customer base is overwhelmingly residential. Business customers of Dobson account for approximately 11% of our customers and approximately 7.5% of our total operating revenue.

7. Dobson's and AT&T's customers roam extensively on each other's networks, and AT&T is, by far, Dobson's largest roaming partner. In 2006, AT&T accounted for approximately 84% of our roaming traffic. By the same token, in 2006, AT&T provided 86% of our customers' roaming usage.

8. I agree with Mr. Moore that Dobson's customers will benefit in that they will be part of AT&T's nationwide GSM/EDGE/HSDPA network. For example, our customers must currently roam on other carriers' networks when outside the limited service area served by Dobson, and they principally roam on AT&T's network. Upon becoming AT&T subscribers, our customers will remain on the combined company's network more often, thereby reducing the potential for